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8 (Additional Counsel on Signature Page)

9
10 **UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEVADA**

11 IN RE ALLEGIANT TRAVEL CO.
12 STOCKHOLDER DERIVATIVE
13 LITIGATION

Master File No.: 2:18-cv-01864

14
15 **STIPULATION AND [PROPOSED]
ORDER FOR LIMITED STAY OF
PROCEEDINGS**

16 WHEREAS, on September 26, 2018, Mark Fullenkamp filed a verified shareholder
derivative complaint in this Court, and on July 20, 2018, Charles Blackburn filed a verified
shareholder derivative complaint in the United States District Court for the Central District of
California, which was transferred to this Court on October 10, 2018;

17 WHEREAS, on January 8, 2019, the Court entered an order consolidating the two
derivative actions under the caption *In re Allegiant Travel Co.* (the “Federal Derivative Action”)
and appointing Co-Lead and Liaison Counsel;

18 WHEREAS, on April 8, 2019, Plaintiffs filed a Verified Consolidated Stockholder
Derivative Complaint;

19 WHEREAS, the Federal Derivative Action alleges claims against defendants Maurice J.
Gallagher, Jr., John T. Redmond, Gregory Anderson, Scott Sheldon, Eric Gust, Charles W.
Pollard, Linda A. Marvin, Gary E. Ellmer, and Montie R. Brewer (the “Individual Defendants”)

1 and Allegiant Travel Company (“Allegiant” or “Nominal Defendant,” and together with Individual
2 Defendants, the “Defendants”);

3 WHEREAS, a related securities fraud class action captioned *Checkman v. Allegiant Travel Co., et al.*, Case No. 2:18-cv-01758-APG-PAL is pending before this Court (the “Securities Class Action”);

6 WHEREAS, the Securities Class Action arises from similar facts and also names as
7 defendants several of the Individual Defendants;

8 WHEREAS, defendants’ motion to dismiss the Securities Class Action is fully briefed and
9 the parties have requested oral argument;

10 WHEREAS, the Court’s ruling on the motion to dismiss in the Securities Class Action may
11 inform proceedings in the Federal Derivative Action;

12 WHEREAS, a subsequently filed shareholder derivative action arising from the same facts
13 as the Derivative Action, captioned *Woolery v. Gallagher, et al.*, Case No. A-18-785044-C, is
14 pending the Eighth Judicial District Court of the State of Nevada in and for Clark County (the
15 “State Court Action”);

16 WHEREAS, Defendants have moved the state court to stay the State Court Action in favor
17 of the Securities Class Action and the Federal Derivative Action;

18 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties,
19 through their undersigned counsel and subject to the approval of the Court:

20 1. The above-captioned Federal Derivative Action including any obligation to respond
21 to the complaint or any amended complaint, and all discovery and disclosure obligations under the
22 applicable local and federal rules, is hereby stayed until the Court issues a ruling on the motion to
23 dismiss in the Securities Class Action.

24 2. Upon 30 days’ written notice to all counsel of record via e-mail, any party may lift
25 the stay.

26 3. The Individual Defendants and Allegiant will promptly notify plaintiffs in the
27 Federal Derivative Action should they become aware of any additional derivative lawsuits filed in

1 any forum that allege the same or similar misconduct as that alleged in the Federal Derivative
2 Action.

3 4. If any of the Individual Defendants or Allegiant produces documents to the
4 plaintiffs in the Securities Class Action or the State Court Action, they will provide to Plaintiffs in
5 the Federal Derivative Action access to the same document production subject to the parties
6 entering into an appropriate confidentiality agreement and/or protective order.

7 5. If any of the Individual Defendants or Allegiant engages in a settlement mediation
8 with the plaintiffs in the Securities Class Action or the State Court Action, the Individual
9 Defendants and Allegiant will request that the Plaintiffs in the Federal Derivative Action be invited
10 to attend the mediation and participate in the settlement talks.

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1 Dated: May 7, 2019

Respectfully submitted,

2 **MUCKLEROY LUNT, LLC**

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25 *Co-Lead Counsel for Plaintiffs*

1 Dated: May 7, 2019

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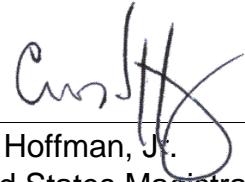
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Counsel for Defendants

IT IS SO ORDERED. IT IS FURTHER ORDERED that the parties must file a joint status report on September 10, 2019, and every 120 days thereafter, until the stay is lifted.

DATED: May 13, 2019



C.W. Hoffman, Jr.
United States Magistrate Judge